

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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PHILIP GURIAN,	:	
	:	
Plaintiff,	:	No. 20-cv-02855 (AKH)
	:	
v.	:	
	:	
THE MEET GROUP, INC., SPENCER RHODES,	:	<b>STIPULATION AND ORDER</b>
GEOFFREY COOK, JEAN CLIFTON,	:	
CHRISTOPHER FRALIC, KEITH RICHMAN,	:	
BEDI SINGH, and JASON WHITT,	:	
	:	
Defendants.	:	
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WHEREAS, on March 5, 2020, The Meet Group, Inc. entered into an agreement and plan of merger with eHarmony Holding, Inc. (the “Buyer”), and Holly Merger Sub, Inc., a wholly owned subsidiary of Buyer (“Merger Sub”), pursuant to which Merger Sub will be merged with and into The Meet Group, with The Meet Group surviving as a direct, wholly-owned subsidiary of Buyer (the “Merger”). Upon consummation of the Merger, The Meet Group shareholders will be entitled to receive \$6.30 in cash per share for each share of The Meet Group common stock they hold (the “Merger Consideration”);

WHEREAS, on April 2, 2020, The Meet Group filed with the Securities and Exchange Commission (the “SEC”) its Preliminary Proxy Statement in connection with the Merger (the “Preliminary Proxy”);

WHEREAS, on April 6, 2020, Plaintiff filed his complaint in the above-captioned action (the “Action”) alleging violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (“Exchange Act”) regarding the Preliminary Proxy;

WHEREAS, on April 22, 2020, The Meet Group filed with the SEC its Definitive Proxy Statement (the “Definitive Proxy”). The Definitive Proxy contained additional information that mooted in part the claims raised in the Action;

WHEREAS, on May 22, 2020, The Meet Group filed with the SEC its Additional Definitive Proxy Statement (the “Additional Proxy”). The Additional Proxy contained additional information that mooted the remaining claims raised in the Action;

WHEREAS, the Merger was approved by The Meet Group stockholders at a meeting held on June 4, 2020, and the closing is expected in the second half of 2020;

WHEREAS, the Parties have met and conferred and reserve all rights.

**IT IS HEREBY STIPULATED AND AGREED**, by and between the undersigned attorneys for the respective parties as follows:

1. Plaintiff’s claims in the Action were mooted by the Definitive and Additional Proxy Statement (the “Supplemental Disclosures”);
2. Plaintiff hereby voluntarily dismisses this Action without prejudice;
3. Plaintiff asserts that the Supplemental Disclosures were issued by Defendants in response to the Action and the efforts of his counsel to prosecute claims, and therefore his counsel is entitled to a fee and expense award;
4. Defendants deny that Plaintiff’s counsel are entitled to a fee and expense award; and

5. This Court retains continuing jurisdiction over the parties in the Action for purposes of further proceedings, including the adjudication of Plaintiff's Fee Application.

Dated: July 1, 2020

**MONTEVERDE & ASSOCIATES PC**

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*Attorneys for Defendants*

**SO ORDERED:**

Alvin K. Hellerstein /s/  
Alvin K. Hellerstein  
United States District Judge

Dated: July 1, 2020